

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS - WESTERN DIVISION**

In re: )  
 )  
 )  
 ThinkEngine Networks, Inc., ) Case No.  
 ) Chapter 7  
 Debtor )  
 )

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO RULE 1007(a)(1)  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

ThinkEngine Networks, Inc., a Delaware corporation (the “Debtor”), hereby submits its statement of corporate ownership pursuant to Fed.R.Bankr.P 1007(a)(1).

1. The following corporations directly or indirectly own 10% or more of any class of Debtor's equity interests:
  - a. Prism Venture Partners III, LLC

To the best of Debtor's knowledge, no other corporation directly or indirectly owns 10% or more of any class of equity interests in the Debtor.

Dated: January 13, 2009

ThinkEngine Networks, Inc.  
Debtor and Debtor-in-Possession

By: John Steinkrauss  
John Steinkrauss  
Vice President and Chief Financial Officer